The Society of Radiographers

Articles of Association

(Adopted by Special Resolution on [ ])

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The Companies Act 1985

Company limited by guarantee and not having a share capital

Articles of Association

of

The Society of Radiographers Limited

1 Interpretation

1.1 In these Articles, unless the context otherwise requires, the following expressions shall have the following meanings:

"1992 Act" means the Trade Union and Labour Relations (Consolidation) Act 1992 including any statutory modification or re-enactment thereof for the time being in force.

"Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.

"Appointment Date" has the meaning given to it in Article 9.18.

"Articles" means the Articles of Association of the Society.

"Benefit" means any payment of money or the provision of any other direct or indirect benefit in money or money's worth.

"British Isles" means the United Kingdom, the Channel Islands and the Isle of Man.

"Chief Executive" shall mean the person holding that office appointed in accordance with Article 14.

"Clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"College" means The College of Radiographers.

"Company" or **"the Society"** means The Society of Radiographers Limited.

"Conflict of Interest" means any Interest of any member of the UK Council (or any person connected to such a member) that conflicts, or may conflict, with the interests of the Society and includes a conflict of interest and a conflict of duties.

"Connected Person" means any person falling within one of the following categories:

(a) any spouse or civil partner of a member of the UK Council;

(b) any parent, child, brother, sister, grandparent or grandchild of a member of the UK Council who is financially dependent on such a member or on whom the member is financially dependent;

(c) the spouse or civil partner of any person in (b);

(d) any other person in a relationship with a member of the UK Council which may reasonably be regarded as equivalent to that of a spouse or civil partner; or

(e) any company, LLP or partnership of which a member of the UK council is a paid director, member, partner or employee or a holder of more than 1% of the share capital or capital; and

any person who is a Connected Person in relation to any member of the UK Council is referred to in these Articles as **Connected** to that Trustee or Member.

"Country" has the meaning determined by the UK Council from time to time in accordance with the Handbook and as at the date of adoption of these Articles means:

Northern Ireland	
Wales	
Scotland	

"**Election Date**" has the meaning given to it in Article 9.6.

"English Region" has the meaning determined by the UK Council from time to time in accordance with the Handbook and as at the date of adoption of these Articles means:

Eastern	Region
London	Region
Midlands	Region
Northern	Region
North Western	Region
South Eastern	Region
South Western	Region
Yorkshire and North Trent	Region

"Executed" includes any mode of execution.

"Ex-officio" means a member of the UK Council who may attend meetings of the UK Council solely for the purpose of providing the UK Council with factual information or technical or professional advice with respect to matters being considered by the UK Council and who will not be entitled to vote or count in the quorum at any such meeting.

"Governance Handbook" has the meaning given in Article 2.1.

"Handbook" means each or either of the Members' Handbook and the Governance Handbook adopted by the Society pursuant to Article 2.

"Head Office" means the head office from time to time of the Society.

"Immediate Past President" has the meaning given to it in Article 9.14.

"Interest" means any direct or indirect interest (and includes any interest a member of the UK Council or any person Connected to such a member may have as a consequence of any duty they may owe to any other person) and where a member of the UK Council (or any person Connected to such a member) has any such interest in any matter or situation or transaction or arrangement the member of the UK Council is **Interested** in it.

"Member" means a member of the Society and, unless otherwise expressly provided, includes a Student Member and Staff Member of the Society (and **"Membership"** shall be construed accordingly).

"Members' Handbook" has the meaning given in Article 2.1.

"Memorandum" means the Memorandum of Association of the Society.

"Office" means the registered office of the Society.

"**President**" has the meaning given to it in Article 9.14.

"**President-Elect**" has the meaning given to it in Article 9.14.

"Presidential Team" has the meaning given to it in Article 9.14.

"Qualifying election" has the meaning given to it in Article 9.3.

"Regional Committee" and **"National Council"** mean the committees of individuals appointed by the Members of an English Region and Country respectively who are responsible for the management and administration of each such English Region or Country.

"Register" means the register of Members of the Society.

"Registered address" means the address of a Member for the time being entered in the register.

"Seal" means the common seal of the Society.

"Secretary" means the secretary of the Society or any other person appointed to perform the duties of the secretary of the Society, including a joint, assistant or deputy secretary.

"Staff Member" means a Member who is also an employee of the Society or an employee of the College.

"Student Member" means a student radiographer admitted as a Member in accordance with the Handbook.

"UK Council" means the board of directors of the Society constituted in accordance with Article 8.

"United Kingdom" means Great Britain (England, Scotland and Wales) and Northern Ireland.

"Vice-President" has the meaning given to it in Article 9.14.

1.2 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modifications thereof not in force when these Articles become binding on the Society.

1.3 These Articles shall be construed so as not to conflict with the Memorandum.

2 Rules of the Society

2.1 Subject to Article 2.5, the UK Council may from time to time make, amend or rescind such rules as they may deem necessary or expedient for the proper conduct of the Society, such rules to be contained in a handbook for Members (the "**Members' Handbook**") and a handbook for the UK Council (the "**Governance Handbook**") (each a "**Handbook"**), a copy of which shall be supplied to every Member on admission to the Society.

2.2 The Membership Handbook may include rules relating to, but not limited to:

(a) classes of and conditions of Membership of the Society and the rights and privileges of such Members, and admission to and the conditions of Membership;

(b) the terms on which Members may resign or have their Membership terminated;

(c) subscriptions and other fees or payments to be made by Members;

(d) the conduct of Members of the Society in relation to one another and to the Society's employees;

(e) the constitution to be adopted by any branch, sub-division or constituent part of the Society;

(f) the procedure at general meetings;

(g) the conduct of elections; and

(h) political expenditure.

2.3 The Governance Handbook may include rules relating to, but not limited to:

(a) the roles and responsibilities of the UK Council;

(b) the Presidential Team; and

(c) the procedure at meetings of the UK Council and committees of the UK Council.

2.4 Any rule adopted in accordance with this Article shall be binding on all Members of the Society provided that no such rule shall be inconsistent with, or shall affect or alter anything contained in, the Memorandum or these Articles.

2.5 The Members of the Society may by ordinary resolution in general meeting amend or rescind any rule contained in the Handbook and may adopt any new rule for the proper conduct of the Society provided that no such rule shall be inconsistent with, or shall affect or alter anything contained in, the Memorandum or these Articles.

2.6 The UK Council shall take all reasonable steps in order to bring the adoption of any new rule or any amendment or rescission of any existing rule contained in the Handbook to the attention of Members as soon as reasonably practicable after such adoption, amendment or rescission.

3 Membership

3.1 The Members of the Society shall be such persons as are admitted to Membership in accordance with the Handbook and have not ceased to be Members in accordance therewith.

4 General Meetings

4.1 A general meeting may be held either in person or by suitable electronic means determined by the UK Council or in a combination of both provided that all Members participating in the general meeting may communicate with all the other participants. If all of the Members participating in a general meeting are not in the same place, the UK Council may decide that the meeting is to be treated as taking place wherever any of them is.

4.2 A reference to any general meeting includes a reference to a meeting held by electronic means in accordance with article 4.1. A person shall be regarded as being present at a general meeting at any time where they are attending personally or by electronic means in accordance with article 4.1.

4.3 All general meetings other than annual general meetings and extraordinary general meetings shall be held at such time and place or, as appropriate, by such electronic means (or a combination of both) and shall be convened upon such notice as the UK Council may from time to time determine.

4.4 An annual general meeting shall be held not later than 31 July in each calendar year unless the UK Council determine it is not reasonably practicable to do so. Where the UK Council determine that it is not reasonably practicable to hold the annual general meeting by 31 July in a particular calendar year the UK Council must inform the Members of the reasons for postponement. Notice of an annual general meeting shall state the time and place or, as appropriate, the electronic means (or a combination of both) as determined by the UK council by which Members may attend.

4.5 The business of the annual general meeting shall be to receive and consider the accounts of the Society for the past year, the reports of the UK Council and the auditors, to appoint the auditors and to fix or determine the manner in which their fee shall be fixed and to transact any other business which in the discretion of the UK Council is proper to be transacted at an annual general meeting and of which notice in writing shall have been given to the UK Council at least twenty-eight clear days before the meeting.

4.6 The UK Council may call an extraordinary general meeting at any time and on the requisition of Members pursuant to the provisions of the Act shall send a notice to convene an extraordinary general meeting within 21 days of the request being received in accordance with the Act to take place in accordance with the provisions of the Act. The UK Council may determine whether such meeting is to be held in person or by suitable electronic means (or a combination of both).

5 Notice of General Meetings

5.1 An annual general meeting and an extraordinary general meeting shall be called by at least fourteen clear days' notice specifying the time and place of the meeting and/or the means by which the meeting may be held electronically and the general nature of the business to be transacted. The notice shall be given to all Members and to the auditors.

5.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

6 Proceedings at General Meetings

6.1 No resolution of the Members relating to the conduct of the Society's business or the exercise of its powers shall be valid unless passed at an extraordinary general meeting or the annual general meeting of the Society, but subject thereto, any matter of which previous notice is not required to be given by the Act may at the discretion of the chair of the meeting be discussed without previous notice at any general meeting of the Society. During such discussions only Members of the Society shall be present except that the chair of a general meeting may permit others who are not Members of the Society to attend and speak at general meetings.

6.2 No business shall be transacted at any annual or extraordinary general meeting of the Society unless a quorum is present. Twenty Members present shall be a quorum.

6.3 If a quorum is not present within half an hour from the time appointed for the meeting or if during the meeting a quorum ceases to be present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and place or such time and place as the UK Council may determine.

6.4 The President or, in the President's absence, the President-Elect or, in the President-Elect's absence, the Vice-President, shall preside as chair at every general meeting of the Society but if none of the President, the President-Elect or the Vice-President are present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members of the UK Council present shall elect one of their number to be chair and, if there is only one member of the UK Council present and willing to act, such person shall be chair.

6.5 If no member of the UK Council is willing to act as chair, or if no member of UK Council is present within 15 minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be chair.

6.6 The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

6.7 Members may attend (either in person or by electronic means) and vote at all general meetings of the Society except that Student Members and Staff Members may attend (either in person or by electronic means) but shall not be entitled to vote at general meetings of the Society.

6.8 A resolution put to the vote of a meeting shall be decided on a show of hands or such electronic method of voting as the Chair shall determine unless before, or upon the declaration of the result of, the show of hands a poll is demanded by the chair or by at least five Members present (in person, by electronic means or by proxy).

6.9 Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recoded in favour of or against the resolution.

6.10 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

6.11 A poll shall be taken as the chair directs and may include electronic means. The chair may appoint scrutineers (who need not be Members) and fix a time and place or suitable electronic means for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

6.12 A poll demanded on the election of a chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than thirty days after the poll is demanded pursuant to Articles 7.1 and 7.4. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands or such electronic method as the Chair shall determine and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

6.13 No notice need be given of a poll not taken forthwith if the time, place and/or electronic means at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time, place and/or electronic means by which the poll is to be taken.

6.14 In the case of an equality of votes, whether on a show of hands, by electronic means or on a poll (which may also be taken by electronic means), the chair shall be entitled to a second or casting vote.

7 Votes of Members

7.1 Every Member (not being a Student Member or Staff Member) present shall have one vote. On a poll every Member present (not being a Student Member or Staff Member) in person, by electronic means or by proxy shall have one vote. If so directed by the chair the poll may be taken by ballot under Article 7.5.

7.2 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.

7.3 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form or in such other form as the UK Council may approve:

"The Society of Radiographers Limited

I of
being a Member of the above-named Society hereby appoint the chair of the meeting/*
of as my proxy to vote in my name and on my behalf at the
annual/extraordinary general meeting of the Society to be held on 20● and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

*Resolution No 1 for/against**
*Resolution No 2 for/against**

Unless otherwise instructed, the proxy may vote as they think fit or abstain from voting.

Signed on 20●

**Note:*

If it is desired to appoint some other person as proxy please strike out the reference to the chair of the meeting insert the name and address of the proxy preferred and initial the alteration. A proxy must be a Member of the Society.

If it is desired to appoint the proxy to vote for or against particular resolutions, please strike out the words "for" or "against" as appropriate."

7.4 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified by a notary or in some other way approved by the UK Council may:

(a) be delivered to the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(b) in the case of a poll taken more than 48 hours after it is demanded, be delivered as aforesaid not less than twenty-four hours before the time appointed for the taking of the poll; or

(c) where the poll is taken not more than 48 hours after it was demanded, the time a which it was demanded;

and any instrument of proxy which is not delivered in a manner so permitted shall be invalid.

7.5 If the chair shall authorise or direct voting by ballot a form of ballot paper shall be sent to every Member entitled to vote at the poll at least fourteen clear days before the date appointed for the taking thereof and every such Member wishing to vote by ballot shall sign the same personally and return the same so as to be received at the office of the Society at least 48 hours before the date so appointed and any ballot paper not so signed or not received in time shall be invalid. The accidental omission to send a ballot paper to or the non-receipt of a ballot paper from a Member shall not invalidate the poll.

7.6 For the purposes of this article 7, in calculating a period of hours no account is to be taken of any part of a day that is not a working day.

8 The UK Council

8.1 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution of the Members (not being Student Members or Staff Members), the business of the Society shall be managed by the UK Council whose members may exercise all powers of the Society. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the UK Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the UK Council by the Articles and a meeting of the UK Council at which a quorum is present may exercise all powers exercisable by the UK Council.

8.2 The UK Council may, by power of attorney or otherwise, appoint any person to be the agent of the Society for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of their powers.

9 Membership to the UK Council

9.1 The UK Council shall be comprised of:

(a) the individuals elected by the Members in accordance with Article 9.5;

(b) any ex-officio Immediate Past President appointed in accordance with Article 9.20;

(c) any other ex-officio member of the Presidential Team appointed in accordance with Article 9.21.4; and

(d) any President elected in accordance with Article 9.21.2.

9.2 Each election of the members of the UK Council in accordance with Article 9.5 will be conducted as a qualifying election in accordance with the 1992 Act and, subject to that, in accordance with these Articles and the Handbook.

9.3 In these Articles, a "**qualifying election**" means an election of members of the UK Council which satisfies the requirements of Chapter IV of the 1992 Act.

9.4 All Members shall be eligible for membership of the UK Council other than those Members who fall within a category of Membership which may from time to time have been excluded from eligibility in accordance with these Articles and / or the Handbook (but if and only to the extent that any such exclusion complies with the 1992 Act).

9.5 The Members will elect the following representatives to the UK Council:

(a) the Members of each English Region will elect one Member as their representative;

(b) the Members of the Country of Northern Ireland will elect one Member as their representative;

(c) the Members of the Country of Wales will elect two Members as their representatives; and

(d) the Members of the Country of Scotland will elect three Members as their representatives.

Terms of office of UK Council

9.6 Subject to the provisions of Article 9.11, each member of the UK Council elected in accordance with Article 9.5 will take up office on 1 July following their election (each an "**Election Date**").

9.7 Subject always to the provisions for vacation of office set out in Article 9.13 and to the provisions of Article 9.11:

(a) each member of the UK Council will hold office for a term of 3 years from their Election Date; and

(b) a member of the UK Council may be re-elected by the Members for two further consecutive terms of 3 years in accordance with Article 9.5.

9.8 After serving 3 consecutive terms of office, a member of UK Council is not eligible for re-election by the Members in accordance with Article 9.5 unless:

(a) a period of at least 12 months has elapsed since they vacated office; or

(b) the UK Council considers it would be in the best interests of the Society for the relevant member of UK Council to be eligible for re-election for such number of further terms of up to 3 years as the UK Council shall resolve.

9.9 From the date of the adoption of this Article 9, the existing members of the UK Council shall continue to hold office on their existing terms.

Casual vacancies

9.10 If a casual vacancy shall occur amongst the elected members of the UK Council, whether caused by retirement, death or otherwise, the UK Council may arrange for the election of another Member of the Society who is eligible under Article 9.4 to fill the vacancy as soon as practicable after it has occurred. The person elected shall retain their membership of the UK Council for so long only as such person's predecessor would in the ordinary course have retained that position, but shall be eligible for re-election at the end of such period. The newly elected member shall take office at the meeting of the UK Council next following such election.

Failure to elect a UK Council representative

9.11 If there shall be a vacancy amongst the elected members of the UK Council as a consequence of a failure by the relevant Members to elect a representative in accordance with Article 9.5 or because the person who has been elected is ineligible to be a member of the UK Council in accordance with Article 9.13, the UK Council may arrange for the election in accordance with Articles 9.2 and 9.5 of another Member of the Society who is eligible under Article 9.4 to fill

the vacancy as soon as practicable after such failure has occurred. The newly elected member shall be elected with effect from the date of the meeting of the UK Council next following such election but such member shall hold office only until the third anniversary of the last Election Date before their election.

Fitness to practice

9.12 A member of Council who is or becomes subject to any type of fitness to practice or professional disciplinary proceeding or hearing shall immediately inform the President in writing.

Vacation of office

9.13 The office of a member of the UK Council shall be vacated:

(a) if the member dies;

(b) if the member ceases to hold office by virtue of any provision of the Act or becomes prohibited by law from being a director of a company;

(c) if the member is convicted of a criminal offence and the members of the UK Council (except the member who has been so convicted) resolve that it would not be in the interests of the Society that they should continue to hold office;

(d) if the member becomes subject to a fitness to practice or professional disciplinary sanction;

(e) if the member becomes bankrupt or makes any arrangement or composition with their creditors generally;

(f) if a registered medical practitioner who is treating the member gives a written opinion to the Company stating that they have become physically or mentally incapable of acting as a director and may remain so for more than three months;

(g) if the member resigns their office by notice to the Society;

(h) if the member shall have been absent without permission of the UK Council from three consecutive UK Council meetings and the UK Council resolves that their office be vacated;

(i) if the conduct of the member is such that the 75% or more of the members of UK Council (except the member whose conduct is under consideration) resolve that it would not be in the interests of the Society that they should continue to hold office;

(j) within three months following the removal of their registered address from the geographical area represented by any English Region or Country which such member was elected to represent provided that any such elected member who is, at the date of such removal, President, President-Elect, Vice-President or Immediate past President of the Society shall not be required to resign until 30 June next following such removal;

(k) if the member ceases to be a Member in accordance with the Handbook; or

(l) they become an employee of the College; or

(m) they become an employee of the Society.

The Presidential Team

9.14 The Society shall have the following officers:

(a) a vice-president (the "**Vice-President**") elected in accordance with Article 9.17;

(b) a president-elect (the "**President-Elect**") appointed in accordance with Article 9.18(b);

(c) a president (the "**President**") appointed in accordance with Article 9.18(c);

(d) an immediate past president (the "**Immediate Past President**") appointed in accordance with Article 9.20(a) or (b); and

(e) any ex-officio Vice-President, President-Elect or President appointed in accordance with Article 9.21.4

(together, the "**Presidential Team**").

9.15 Without prejudice to their ability to be appointed on an ex-officio basis in accordance with article 9.21.4, the Vice-President, President-Elect and President shall hold office as members of the Presidential Team in accordance with these Articles unless and until they cease to hold office as members of the UK Council following their election or re-election by way of a qualifying election, when they shall also so cease to hold the office of Vice-President, President-Elect or (as the case may be) President.

9.16 The Presidential Team shall have such functions and duties in addition to their functions and duties as members of the UK Council as shall be specified from time to time in the Handbook.

9.17 Subject to Article 9.21.1, once in every period of twelve calendar months, the Members shall elect a Vice-President of the Society from amongst the members of the UK Council. Such election shall be conducted on such date and in such manner (which may be by way of a ballot carried out by electronic means) as the UK Council shall determine from time to time and, subject to that, as shall be provided for by the Handbook.

9.18 Subject always to the provisions of the 1992 Act and to Article 9.13:

(a) the term of office of each Vice-President elected by the Members in accordance with Article 9.17 shall start on 1 July following the date of their election (each an "**Appointment Date**");

(b) on the first anniversary of their Appointment Date, the Vice-President shall cease to hold office as Vice-President and instead hold office as President-Elect;

(c) on the second anniversary of their Appointment Date, the President-Elect shall cease to hold office as President-Elect and instead hold office as President; and

(d) on the third anniversary of their Appointment Date, the President shall cease to hold office as President and may instead hold office as Immediate Past President in accordance with Article 9.20.

Substitute member of the UK Council

9.19 The Regional Committee or National Council in respect of the English Region or Country whose Members elected the member of the UK Council who is elected as the Vice-President in accordance with Article 9.17 will, for the period during which the member of UK Council holds office as President, be entitled to elect a substitute representative to act as a member of the UK Council in their place provided that:

(a) no substitute will be entitled to vote or count in the quorum at any meeting of the UK Council; and

(b) each substitute will cease to act when the term of office of the President in whose place they are acting ceases.

Appointment of the Immediate Past President

9.20 Where the President ceases to hold office as President in accordance with Article 9.18(d), they will, if so invited by resolution of the UK Council, become the Immediate Past President until the fourth anniversary of their Appointment Date provided that:

(a) while they also continue to be an elected member of the UK Council, they will act in that capacity while also holding the office of Immediate Past President; and

(b) if their term of office as an elected member of Council ends without their having been re-elected as a member of the UK Council in accordance with Article 9.5, they will, while also holding the office of Immediate Past President, be an ex-officio member of the UK Council only (an "**ex-officio Immediate Past President**") and will attend meetings of the UK Council solely for the purpose of providing the UK Council with factual information or technical or professional advice with respect to matters being considered by the UK Council and will not be entitled to vote or count in the quorum at any such meeting.

Replacement members of the Presidential Team

9.21 Where the Vice-President, President-Elect or President cease to hold office as members of the UK Council following their election or re-election by way of a qualifying election during their term of office as a member of the Presidential Team, the UK Council shall make such arrangements as its members may consider to be in the best interests of the Society in order to effect a replacement of the Vice-President, President-Elect and/or (as the case may be) President (each a "**replacement**") by:

9.21.1 arranging for the Members to elect from amongst the members of UK Council a replacement Vice-President by the Members in accordance with Article 9.17 (provided that such election may take place within the same twelve calendar month period as a previous election of a Vice-President in accordance with Article 16); and/or

9.21.2 arranging for the Members to elect a replacement President by way of a qualifying election in accordance with the 1992 Act; and/or

9.21.3 resolving to appoint one or more of the members of the Presidential Team to the office they would have held on a future anniversary of their Appointment Date in accordance with Article 9.18; and/or

9.21.4 resolving to appoint the Vice-President, President-Elect or President who has so ceased to hold office as a member of the UK Council as an ex-officio member of the

UK Council who may attend meetings of the UK Council solely for the purpose of providing the UK Council with factual information or technical or professional advice with respect to matters being considered by the UK Council and who will not be entitled to vote or count in the quorum at any such meeting;

provided that any such arrangements or resolutions must comply with the provisions of the 1992 Act.

Proceedings of the UK Council

9.22 The UK Council may meet together for the despatch of business, adjourn and otherwise regulate its proceedings as it thinks fit. The Secretary shall at the request of the President or any six members thereof convene a meeting of the UK Council at any time. It shall not be necessary to give notice of a meeting to a member who is absent from the United Kingdom.

9.23 A meeting of the UK Council may be held either in person or by suitable electronic means agreed by the UK Council in which all members of the UK Council participating in the meeting may communicate with all the other participants. If all of the members of the UK Council participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is. In this Article 10 "**present**" means present in person or by suitable electronic means.

9.24 At every meeting of the UK Council six members (excluding any ex-officio member of the Presidential Team) shall constitute a quorum.

9.25 The members of the UK Council for the time being may act notwithstanding any vacancy in their number provided that if at any time their number is reduced below six the members for the time being may act only for the purpose of filling vacancies or of calling a general meeting.

9.26 The members of UK Council will appoint the Immediate Past President (but not an ex-officio Immediate Past President), or such other member of UK Council as they shall consider suitable and appropriate, to act as chair of meetings of the UK Council with effect from 1 July in each year and the person so appointed will preside at each such meeting until 30 June in the following year. The person so appointed to act as chair shall preside as chair at every meeting of the UK Council at which they are present, unless they are unable to attend or are unwilling to act at any such meeting, in which case the members of the UK Council shall appoint such other member of the UK Council who is in attendance and willing to act to act as chair of such meeting.

9.27 The chair of a meeting of the UK Council shall seek a consensus in relation to any resolution considered by the UK Council at that meeting and may, subject to the provisions of Article 10.7, declare that a resolution is passed or not passed without a formal vote by the members of UK Council on a show of hands.

9.28 The chair of any meeting of the UK council may (and, at the request of any member of the UK Council who is present at such meeting, shall) require that a formal vote is taken on any resolution considered by the UK Council by way of a show of hands.

9.29 Subject to Articles 10.9 and 10.10, every decision of the UK Council at a meeting of the UK Council on a resolution considered by way of a formal vote shall be by a simple majority of the votes cast on that resolution.

9.30 A written resolution signed (or agreed to in writing) by all of the members of the UK Council who would have been entitled to vote on the matter had it been proposed as a resolution at a UK Council meeting and would have formed a quorum at such a meeting is as valid as a resolution passed at a meeting (and for this purpose the resolution or agreement in writing may be contained in more than one document).

9.31 Every member of the UK Council has one vote on each issue except for the chair of the meeting who, in the event of an equality of votes, has a second or casting vote (unless the chair of the meeting is in accordance with these Articles not to be counted as participating in the decision-making process for quorum or voting purposes). For the avoidance of doubt, no member of the Presidential team shall have any additional rights (including the right to vote) as a member of the UK Council as a consequence of the office they hold as a member of the Presidential Team (except, for the avoidance of doubt, where a member of the Presidential Team is appointed to act as chair of the relevant meeting in accordance with Article 10.5 and, acting in that capacity, has a second or casting vote in accordance with this Article 10.10).

9.32 At the request of any member of the UK Council present at any UK Council meeting, the UK Council shall refer any resolution passed at that meeting to the next meeting for further consideration and in that event the resolution shall not become effective unless it is confirmed by a resolution of the UK Council at that meeting provided always that a resolution which has been referred to a second meeting of the UK Council shall not be further referred at that meeting unless at least two-thirds of the members present vote in favour of the referral.

9.33 All acts done by a meeting of the UK Council, or of a committee of the UK Council shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the UK Council or that any member was disqualified from holding office, or had vacated office, or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the UK Council and had been entitled to vote.

9.34 The UK Council may delegate any of its powers to any committee consisting of one or more members of the UK Council and such other Members of the Society as the UK Council shall think fit. The President shall be an ex-officio member of each committee but each committee shall elect its own chair and secretary.

9.35 Any committee shall when exercising the powers delegated to it comply with any regulations or directions which the UK Council may from time to time impose upon it and, subject thereto the proceedings of a committee shall be governed by the rules regulating the proceedings of the UK Council so far as they are capable of applying.

9.36 The quorum for every meeting of a committee shall be three members of whom at least one shall be a member of the UK Council (excluding any ex-officio member of the Presidential Team).

9.37 All acts and proceedings of each committee shall be reported to the UK Council as soon as possible and shall be subject to ratification by the UK Council.

9.38 The UK Council may:

(a) invite any officer or employee or Member of the Society or any other individual to attend meetings of the UK Council or any of its committees; and

(b) invite to its meetings observers from organisations and bodies operating in allied or similar fields to those of the Society;

for the purpose of providing the UK Council or any committee with factual information or technical or professional advice with respect to matters being considered by the UK Council provided that each such attendee shall have no right to vote or count in the quorum at any such meeting.

9.39 Any individual appointed as an observer of the UK Council pursuant to the Handbook shall be entitled to attend and, at the invitation of the UK Council, speak (but not vote or count in the quorum) at any meeting of the UK Council for the purpose of providing the UK Council

with factual information or technical or professional advice with respect to matters being considered by the UK Council.

10 Declaration of interests

10.1 Every member of the UK Council has a duty to declare to the UK Council the nature and extent of any Interest which they (or any Connected Persons) have in any proposed or existing transaction or arrangement with the Society or any situation or matter in relation to the Society that is, or possibly may be, a Conflict of Interest.

10.2 In the case of any proposed transaction or arrangement with the Society in which a member of the UK Council (or any Connected Person) is Interested, they must declare the nature and extent of the Interest to the UK Council before the Society enters into the transaction or arrangement.

10.3 In the case of any existing transaction or arrangement that has been entered into by the Society or any situation or matter in relation to the Society in which a member of the UK Council (or any Connected Person) is Interested, they must declare the nature and extent of the Interest to the UK Council as soon as is reasonably practicable.

10.4 Any declaration must be made in accordance with the provisions of the Act:

10.4.1 at a meeting of the UK Council; or

10.4.2 by notice in writing to the UK Council; or

10.4.3 by general notice to the UK Council.

10.5 A member of the UK Council is not required to declare an Interest:

10.5.1 where the member of the UK Council is not aware of the Interest (but the member of the UK Council is treated as being aware of matters of which they ought reasonably to be aware); or

10.5.2 where the member of the UK Council is not aware of the transaction or arrangement or situation or matter (but the member of the UK Council is treated as being aware of matters of which they ought reasonably to be aware); or

10.5.3 if, or to the extent that, the other members of the UK Council are already aware of the Interest (or ought reasonably to be aware of the Interest).

10.6 The Society will maintain a register of all of the Interests declared by the UK Council in accordance with this Article. The UK Council will prepare (and from time to time review) a policy in relation to the declaration and management of Conflicts of Interest.

11 Conflicts of interest

11.1 Subject to Articles 11.2 and 12, a member of the UK Council has a duty under the Act to avoid a situation or matter in which they have, or can have, a Conflict of Interest. This duty applies to the exploitation of any property, information or opportunity (and it is immaterial whether the Society could take advantage of the property, information or opportunity).

11.2 Pursuant to section 181(3) of the Companies Act 2006, the duty referred to in Article 11.1 does not apply to a Conflict of Interest arising in relation to any situation or matter or any transaction or arrangement between the Society and any UK Council member which is set out in clauses 4.6, 4.7, 4.8 and 4.9 of the Memorandum.

12 Authorisation of conflicts of interest

12.1 The UK Council may authorise a transaction or arrangement or situation or matter in which a member of the UK Council (or any person Connected to that member) has, or may have, a Conflict of Interest provided that:

12.1.1 the Conflict of Interest will not confer a Benefit on the member of the UK Council or any Connected Person at the expense of the Society to an extent greater than that permitted by the Memorandum;

12.1.2 the UK Council act in what they consider to be the best interests of the Society; and

12.1.3 the UK Council comply with the procedures set out in this Article 12.

12.2 Whenever the UK Council must decide whether to give the authorisation in accordance with Article 12.1 the member of the UK Council concerned must:

12.2.1 declare the nature and extent of their Interest at the beginning of any meeting at which the authorisation is to be discussed (or, at the latest, before such discussion begins);

12.2.2 withdraw from that part of the meeting at which the authorisation is to be discussed unless expressly invited to remain in order to provide information;

12.2.3 not be counted in the quorum for that part of the meeting during which the authorisation is discussed;

12.2.4 withdraw during the vote and have no vote on the authorisation for that part of the meeting; and

12.2.5 not sign any written resolution in relation to the authorisation (except where required to do so to confirm a resolution of the other members of the UK Council).

12.3 In giving the authorisation under Article 12.1 in relation to a transaction or arrangement or situation or matter in which a member of the UK Council (or any person Connected to a member) has, or may have, a Conflict of Interest, the UK Council may (subject to such terms as they may impose from time to time and to their right to vary or terminate such authorisation) determine the manner in which they may be dealt with and, in doing so, the UK Council must consider:

12.3.1 whether the nature and extent of the interest in the relevant transaction or arrangement or situation or matter is reasonably likely to give rise to a Conflict of Interest;

12.3.2 whether or not the member of the UK Council should withdraw from that part of any meeting at which the relevant transaction or arrangement or situation or matter is to be discussed unless expressly invited to remain in order to provide information;

12.3.3 whether or not the member of the UK Council should be excluded from the receipt of information in relation to the relevant transaction, arrangement, situation or matter;

12.3.4 whether or not the member of the UK Council should be counted in the quorum for that part of any meeting during which the relevant transaction or arrangement or situation or matter is discussed; and

12.3.5 whether or not the member of the UK Council should withdraw during the vote and have no vote on the relevant transaction or arrangement or situation or matter at the relevant part of any meeting.

13 Minutes

13.1 The UK Council shall cause minutes to be made in books kept for the purpose of all appointments of officers made by the UK Council and all proceedings at meetings of the Society and of the UK Council and of committees of the UK Council including the names of those present at each meeting.

13.2 Minutes signed by a person purporting to be the chair of a meeting or of the next succeeding meeting shall be conclusive evidence of the facts therein recorded.

13.3 No report of the proceedings of any meeting of the UK Council or of any committee of the UK Council shall be taken or published except with the consent of the UK Council previously obtained.

14 Chief Executive

14.1 The Society shall appoint a Chief Executive for such term, at such remuneration, with such duties and upon such conditions as it may think fit and any Chief Executive so appointed may be removed by the UK Council. The Chief Executive shall, subject to the provisions of the Act, serve as Secretary to the Society in accordance with the Act.

15 Recognition of Educational Institutions

15.1 The UK Council shall maintain a list of institutions recognised by it as centres of education in radiography, radiotherapeutic technology and allied subjects (in these Articles referred to as "**Recognised Educational Institutions**").

15.2 The UK Council shall appoint representatives who are charged with the responsibility of advising the UK Council on the suitability of any institution for inclusion as a Recognised Educational Institution and of inspecting the Recognised Educational Institutions and reporting on them. Subject to the provisions of Clause 4 of the Memorandum the UK Council may remunerate representatives so appointed.

15.3 The UK Council may establish by regulations the requirements to be satisfied before an institution can become a Recognised Educational Institution.

15.4 The UK Council may after due enquiry remove the name of an institution from the list of Recognised Educational Institutions.

16 Educational Programmes

16.1 The UK Council is responsible for the setting, maintenance and the raising of standards of education in radiography, radiotherapeutic technology and allied subjects. The UK Council may appoint assessors for such education and subject to the provisions of Clause 4 of the Memorandum may remunerate assessors so appointed.

16.2 The UK Council is responsible for overseeing and approving the design, delivery and quality assurance of education and training.

16.3 The UK Council is responsible for the approval of courses at all levels which grant professional accreditation by the Society and the College.

16.4 The UK Council or a delegated agent shall appoint and train suitable qualified and experienced persons to act as assessors and make recommendations on the suitability for approval of education programmes.

16.5 The UK Council may from time to time make regulations prescribing the authorised abbreviations which may be used by persons who are accredited by the Society and the College.

17 The Seal

17.1 The seal shall only be used by the authority of the UK Council or of a committee of members of the UK Council authorised by the UK Council. The UK Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the UK Council and by the Chief Executive or by a second member of the UK Council.

18 Accounts

18.1 No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Society except as conferred by statute or authorised by the UK Council or by ordinary resolution of the Members of the Society.

18.2 The books of account shall be kept at the office or at such other place or places as the UK Council think fit and shall always be open to the inspection of the UK Council.

19 Winding up

19.1 The provisions of clause 8 of the Memorandum relating to the winding-up and dissolution of the Society shall have the same validity operation and effect as if they were repeated in the Articles.

20 Notices

20.1 Notices, documents, resolutions or information under these Articles may be sent or supplied to the UK Council by hand, or by post or by suitable electronic means.

20.2 The Society may deliver a notice or other document to a Member by:

20.2.1 delivering it personally to the Member;

20.2.2 post or hand delivery to the Member's address shown in the register of Members;

20.2.3 electronic mail to an address notified by the Member in writing; or

20.2.4 by means of a website in accordance with Articles 20.3 and 20.4.

and such notice or other documents may be contained in any journal for the time being of the Society which is issued to all Members in any manner set out in this article 20.2.

20.3 Notices, resolutions, documents or information may be sent or supplied to Members by means of a website provided that a Member has consented to receive notices, resolutions, documents or information in that way. A Member will be deemed to have agreed to receive notices, resolutions, documents and information in this way where they have been asked individually by the Society to agree to receive notices, resolutions, documents and information through a website and the Society has not received a response within the period of 28 days beginning with the date on which the Society's request was sent. A Member is not taken to have so agreed if the Society's request did not state clearly what the effect of a failure to respond would be, or was sent less than 12 months after a previous request was made.

20.4 Where any notice, resolution, document or other information is to be sent or supplied by means of a website, a Member shall be notified in accordance with Articles 20.2.1, 20.2.2 or 20.2.3 of:

20.4.1 its presence on the website;

20.4.2 the address of the website;

20.4.3 the place on the website where it may be accessed; and

20.4.4 how to access it.

20.5 Any notice, resolution, document or other information sent or supplied by means of a website shall be deemed to have been received by the Member when the notice, resolution, document or other information is first made available on the website or, if later, when the Member is deemed to have received the notification given under Article 20.4 in accordance with the relevant provisions of 20.6.

20.6 Subject to Article 20.5, any notice given in accordance with these Articles is to be treated for all purposes as having been received:

20.6.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;

20.6.2 two clear days after being sent by first class post to that address;

20.6.3 three clear days after being sent by second class or overseas post to that address;

20.6.4 on being handed to the Member personally; or, if earlier

20.6.5 as soon as the Member acknowledges actual receipt.

20.7 A technical defect in the giving of notice of a meeting of which the UK Council are unaware at the time does not invalidate decisions taken at that meeting.

21 Indemnity

21.1 The Society may indemnify any member of the UK Council against any liability incurred by them in that capacity, to the extent permitted by the Act.